

CHICOS FAS INC  
Form 8-K  
October 01, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

Current Report  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934  
Date of report: (Date of earliest event reported): September 30, 2015

Chico's FAS, Inc.  
(Exact Name of Registrant as Specified in its Charter)

Florida  
(State or Other Jurisdiction of Incorporation)

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| 001-16435<br>(Commission<br>File Number) | 59-2389435<br>(IRS Employer<br>Identification No.) |
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|  |                     |
|--|---------------------|
| 11215 Metro Parkway, Fort Myers, Florida<br>(Address of Principal Executive Offices)<br>(239) 277-6200<br>(Registrant's Telephone Number, Including Area Code) | 33966<br>(Zip code) |
|--|---------------------|

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 1.01. Entry into a Material Definitive Agreement.

On September 30, 2015, the Company entered into an indemnification agreement with Cynthia A. Fields, who was appointed as a director of the Company. The indemnification agreement, which mirrors the indemnification agreements in place for each of the Company's other directors, provides, among other things, that the Company will indemnify the applicable director against all costs, losses, damages and expenses which may be incurred or suffered by the director that are related to acts, omissions, events or occurrences that arise from or are related to the fact that the director is or was a director, stockholder or otherwise serving in another capacity at the Company's request, subject to certain specified exceptions. The foregoing description of the form of indemnification agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the forms of the indemnification agreement which is attached as Exhibit 10.1 hereto and which is incorporated by reference herein.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 30, 2015, the Company issued a press release announcing that it has appointed Cynthia A. Fields to its Board of Directors, effective September 30, 2015, increasing the size of the Board from eight to nine. Ms. Fields will serve as a Class I director until the 2016 Annual Meeting of Stockholders and will stand for election at that Meeting. Neither Ms. Fields nor any related person of Ms. Fields has a direct or indirect material interest in any existing or currently proposed transaction to which the Company is or may become a party. Ms. Fields will be compensated as a non-employee director in accordance with the Company's non-employee director compensation policies as described in the Company's 2015 Proxy Statement. Ms. Fields will serve on the Merchant Committee. The information set forth under Item 1.01 of this Form 8-K is incorporated herein by reference.

A copy of the press release issued on September 30, 2015 is attached to this Report as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d)Exhibits:

|              |   |
|--------------|---|
| Exhibit 10.1 | Indemnification Agreement with Cynthia A. Fields            |
| Exhibit 99.1 | Press Release of Chico's FAS, Inc. dated September 30, 2015 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHICO'S FAS, INC.

Date: October 1, 2015

By: /s/ Todd E. Vogensen  
Todd E. Vogensen  
Executive Vice President, Chief Financial Officer  
and Assistant Corporate Secretary

INDEX TO EXHIBITS

| Exhibit Number | Description   |
|----------------|---|
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